

MEMORANDUM OF UNDERSTANDING

THIS MEMORANDUM OF UNDERSTANDING is entered between UNITED STATES JUSTICE FOUNDATION, INC. (hereinafter "USJF") and ERIC CLARK in his official capacity as MISSISSIPPI SECRETARY OF STATE (hereinafter "SOS").

PARTIES

1. USJF is located at 932 D Street, Suite 3, Ramona, California 92065 and at all times relevant conducted solicitations in the State of Mississippi as a charity organization defined under Miss. Code Ann. §79-11-501 (a)(i).
2. Eric Clark is the duly elected Secretary of State for the State of Mississippi.

JURISDICTION

3. The parties herein acknowledge and confess to the jurisdiction of the Secretary of State as to the parties and the subject matter of this Memorandum of Understanding.

RECITALS

4. USJF's registration with the Business Regulation and Enforcement Division of the Secretary of State (hereinafter "Division") expired on July 30, 2006 because USJF failed to renew its registration.
5. USJF submitted its registration package on December 8, 2006. That registration was incomplete because USJF failed to include the solicitation information.
6. The solicitation information was received on December 26, 2006 indicating that USJF solicited contributions from Mississippi residents during a period of non-registration.
7. USJF admits to violating Miss. Code Ann. §79-11-503. That provision requires registration with the Division prior to any solicitation of contributions. USJF admit to soliciting from Mississippi residents during a period of time when it was not registered with the Division.

TERMS OF AGREEMENT

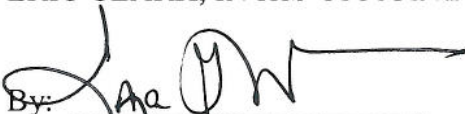
Now, therefore, in consideration of the foregoing and mutual promises and covenants contained herein, the parties agree as follows:

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8. USJF and the SOS agree to enter into this Memorandum of Understanding.

9. USJF agrees to pay SOS the amount of One Thousand Dollars (\$1,000.00) for violating Miss. Code Ann. §79-11-503. USJF agrees to submit payment to the "Mississippi Secretary of State" upon execution of this Memorandum of Understanding.
10. After receiving the signed Memorandum of Understanding and submitting the referenced penalty, the Division will register USJF and USJF will be back in good standing with the State of Mississippi.

The parties herein acknowledge that they have read all the terms of this Memorandum of Understanding, that it is complete, and they agree to comply with all of the terms herein. The parties further agree that any change, modification, or alteration of this document may only be done in writing agreed to by all parties.

ERIC CLARK, IN HIS OFFICIAL CAPACITY AS SECRETARY OF STATE

By: 
TANYA G. WEBBER
Senior Attorney

Date: 7/13/07

UNITED STATES JUSTICE FOUNDATION, INC.

By: 
GARY G. KLEEP
Executive Director

Date: 7/27/07